

Brascade Resources Inc.

(incorporated under the laws of Canada)

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting of shareholders of Brascade Resources Inc. (the "Corporation") will be held at Hotel Méridien Montréal (Grand Salon A, Basilaire I), Montréal, Québec, Canada, on Thursday, May 20, 1982, at 2:00 p.m. for the following purposes:

1. To receive and consider the financial statements of the Corporation for the period ended December 31, 1981, together with the auditors' report thereon and the annual report to the shareholders;
2. To consider and, if thought fit, to pass a special resolution authorizing an amendment to the Articles of the Corporation increasing the number of directors from ten to twelve;
3. To elect directors;
4. To appoint auditors and authorize the directors to fix their remuneration;
5. To transact such further and other business as may properly come before the meeting or any adjournment thereof.

The accompanying Management Proxy Circular provides additional information relating to the matters to be dealt with at the meeting and is deemed to form part of this notice.

If you are unable to attend the meeting in person, you are requested to complete the enclosed form of proxy. An addressed envelope for the return of the proxy is enclosed. Proxies to be used at the meeting must be deposited with the Secretary of the Corporation before the close of business on May 18, 1982.

By Order of the Board

Toronto, Ontario
April 29, 1982

JEAN-CLAUDE SCRAIRE
Secretary

MANAGEMENT PROXY CIRCULAR

This circular is furnished in connection with the solicitation by the management of Brascade Resources Inc. (the "Corporation") of proxies to be used at the annual and special meeting of shareholders of the Corporation (the "annual meeting") referred to in the accompanying notice of meeting to be held at the time and place and for the purposes set forth in such notice. The solicitation will be made primarily by mail, but proxies may also be solicited personally or by telephone by regular employees of the Corporation at nominal cost. The cost of the solicitation will be borne by the Corporation. The information contained herein is given as of April 12, 1982.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed form of proxy are directors of the Corporation. **A shareholder desiring to appoint some other person to represent him at the meeting may do so either by inserting such person's name in the blank space provided in the form of proxy or by completing another proper form of proxy and, in either case, delivering the completed proxy to the Secretary of the Corporation on or before May 18, 1982.**

A shareholder who has given a proxy has the power to revoke it as to any matter on which a vote shall not already have been cast pursuant to the authority conferred by such proxy and may do so either: (1) by delivering another properly executed form of proxy bearing a later date to the Secretary of the Corporation on or before May 18, 1982; or (2) by depositing an instrument in writing executed by him or by his attorney authorized in writing or, if the shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized (i) at the registered office of the Corporation at any time up to and including the last business day preceding the day of the meeting, or any adjournment thereof, at which the proxy is to be used, or (ii) with the Chairman of the meeting on the day of the meeting or any adjournment thereof.

EXERCISE OF DISCRETION BY PROXIES

Shares represented by properly executed proxies in favour of the persons named in the enclosed form of proxy will be voted on any ballot that may be called for. **On any ballot that may be called for in respect of the special resolution amending the Articles of the Corporation to increase the number of directors from ten to twelve, the election of directors or the appointment of auditors, such shares will be voted for such special resolution, for the election of directors or for the appointment of auditors as set forth under those headings in this circular or will be voted against the special resolution or withheld from voting for the election of directors and appointment of auditors, if so specified in the form of proxy.** The enclosed form of proxy confers discretionary authority with respect to amendments to the matters identified in the notice of meeting and with respect to other matters that may properly come before the annual meeting. At the date hereof, the management of the Corporation knows of no such amendments or other matters to come before the annual meeting.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The following numbers of shares are entitled to be voted at the annual meeting: 41,379,435 Common shares and 7,785,366 Convertible Preferred shares of the Corporation. Subject to the right of a shareholder to cumulate the votes attached to the shares held by him in the election of directors, each of the Common and Convertible Preferred shares carries the right to one vote per share.

The directors and officers of the Corporation do not know of any person beneficially owning or exercising control or direction over shares carrying more than 10% of the votes attached to shares of the Corporation, other than Brascade Holdings Inc., which beneficially owns or exercises control or direction over 41,379,412 Common shares, representing approximately 84% of the outstanding shares entitled to be voted at the annual meeting.

The Corporation is advised that 70% of each class of the outstanding shares of Brascade Holdings Inc. are owned by a wholly-owned subsidiary of Brascan Limited and 30% of each class of such shares are owned by Caisse de dépôt et placement du Québec.

Paul M. Marshall who, prior to joining Westmin Resources Limited in January 1978, was self-employed as a consultant from October 1976 to December 1977 and prior thereto was President of Canadian Hydrocarbons Limited; Jean-Claude Scraire whose principal occupation prior to May 1981 was as Executive Assistant to the Québec Minister of Justice; and Jean Trudel whose principal occupation prior to April 1981 was Director, Cash and Public Debt Management Branch, Québec Department of Finance, and prior to 1978 was Director, Cash Management Service, Québec Department of Finance.

DIRECTORS' AND OFFICERS' REMUNERATION

Aggregate remuneration paid or payable by the Corporation in 1981 to directors was \$1,500. No remuneration was paid or is payable to the officers of the Corporation, as such, in respect of 1981.

INDEBTEDNESS TO THE CORPORATION

No officer, director, proposed nominee for election as a director, or associate of any such person has been indebted to the Corporation at any time since January 1, 1981.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Corporation, through an affiliate, provides directors' and officers' liability insurance with a current annual policy limit of \$10,000,000 subject to a corporate deductible of \$100,000 per loss. Under this insurance coverage the Corporation is reimbursed for payments made under corporate indemnity provisions on behalf of its officers and directors. Individual directors and officers are reimbursed for losses arising during the performance of their duties, subject to a deductible of \$10,000 per loss for each director and officer if they are not reimbursed by the Corporation. In such case there would be a maximum deductible of \$50,000 per loss. Protection is provided to directors and officers for acts, errors or omissions done or committed during the course of their duties as such. This insurance excludes from coverage illegal acts and those acts which result in personal profit. In 1981, the portion of premium in respect of directors' and officers' liability insurance allocated to directors as a group was \$600, and to officers as a group was \$420, all of which was paid by the Corporation.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Substantially all the issued and outstanding common shares of the Corporation are owned by Brascade Holdings Inc. ("Holdings"), Suite 4800, Commerce Court West, Toronto, Ontario. Brascan Limited ("Brascan") and Caisse de dépôt et placement du Québec ("Caisse") beneficially own, directly and indirectly, 70% and 30%, respectively, of the issued and outstanding common and preferred shares of Holdings. Brascan and Caisse acquired their shares in Holdings through cash subscriptions and transfers of a total of 24,360,390 common shares of Noranda Mines Limited ("Noranda Common Shares") at a price of \$36.25 per share and 157,475 8½% Cumulative Redeemable Convertible Preferred Shares Series A of Noranda Mines Limited ("Noranda Preferred Shares") at a price of \$109.00 per share. On August 10, 1981, Holdings acquired 41,379,412 common shares of the Corporation at a price of \$36.25 per share, by transactions which included a cash subscription and the transfer of the Noranda Common Shares and Noranda Preferred Shares it had acquired from Brascan and Caisse, at a price of \$36.25 and \$109.00 per share, respectively. On August 13, 1981, the Corporation subscribed for 12,500,000 Noranda Common Shares at a price of \$40.00 per share. On September 1, 1981, the Corporation offered to purchase up to 10,000,000 Noranda Common Shares and 1,800,000 Noranda Preferred Shares on the basis of 4 convertible preferred shares of the Corporation or 3 convertible preferred shares of the Corporation and \$40.00 in cash for each 4 Noranda Common Shares, and 11 convertible preferred shares of the Corporation or \$440.00 cash for each 4 Noranda Preferred Shares. Pursuant to the offer the Corporation acquired 10,000,585 Noranda Common Shares and 1,800,032 Noranda Preferred Shares.

SPECIAL RESOLUTION AMENDING THE ARTICLES OF THE CORPORATION

The board of directors of the Corporation now consists of ten members. If passed, the special resolution referred to in the notice of meeting and which accompanies this circular as Exhibit A, will authorize an amendment to the Articles of the Corporation increasing the number of directors to twelve. The special resolution must be passed by not less than $\frac{1}{2}$ of the votes cast at the annual meeting. Reference is made to the heading "ELECTION OF DIRECTORS" for a statement of those whom management proposes to nominate for election to the larger board of directors.

ELECTION OF DIRECTORS

If the special resolution referred to above is passed by the shareholders, the board of directors will consist of twelve members, all of whom, as permitted by the Canada Business Corporations Act, will be elected at the annual meeting.

The Articles of the Corporation provide that each shareholder entitled to vote for the election of directors has the right to cast a number of votes equal to the number of votes attached to the shares held by him multiplied by the number of directors to be elected and he may cast all such votes in favour of one candidate or distribute them among the candidates in any manner he sees fit and where he has voted for more than one candidate without specifying the distribution of his votes among such candidates, he shall be deemed to have divided his votes equally among the candidates for whom he voted.

On any ballot that may be called for the election of directors, the persons named in the enclosed form of proxy intend to cast the votes to which the shares represented by such proxy are entitled equally among all the proposed nominees whose names are set forth below, unless the shareholder who has given such proxy has directed that the shares be otherwise voted or withheld from voting in the election of directors.

If a shareholder desires to distribute his votes otherwise than equally among the nominees for whom he has directed the persons in the enclosed form of proxy to vote, he must do so personally or by proxy at the annual meeting.

The following table sets out the name of each of the persons proposed to be nominated for election as a director to hold office until the next annual meeting of shareholders; all major positions and offices in the Corporation or any of its significant affiliates held by him; his principal occupation or employment; the year in which he was first elected a director of the Corporation; and the approximate number of shares of each class of shares of the Corporation that he has advised are beneficially owned or subject to control or direction by him at the date of this circular.

All of the persons named in the table below, except Messrs. Edward Bronfman, Peter Bronfman, Gilles Dionne, Pierre Martin and Jean Trudel, are now members of the board of directors and have been since the dates indicated. Management does not contemplate that any of the nominees will be unable to serve as a director, but if that should occur for any reason prior to the annual meeting, the persons named in the enclosed form of proxy reserve the right to vote for other nominees in their discretion.

	<u>Became Director</u>	<u>Convertible Preferred Shares</u>
EDWARD M. BRONFMAN, Toronto, Ontario, Deputy Chairman of Edper Investments Ltd., an investment holding company; director of Brascan Limited	—	Nil
PETER F. BRONFMAN, Montréal, Québec, Chairman of Edper Investments Ltd., an investment holding company; Chairman and director of Brascan Limited	—	Nil

	Became Director	Convertible Preferred Shares
JACK L. COCKWELL, Toronto, Ontario, Vice-President, Finance of the Corporation and a director and Vice-President, Finance of Brascade Holdings Inc.; director of Noranda Mines Limited and Westmin Resources Limited; Executive Vice-President and a director of Brascan Limited, a natural resources company	1981	Nil
GORDON R. CUNNINGHAM, Toronto, Ontario, Partner in the law firm of Tory, Tory, DesLauriers & Binnington; a director of Brascade Holdings Inc.	1981	400
GILLES M. DIONNE, Saint-Bruno, Québec, Director, Mineral Development of Société de développement de la Baie James	—	Nil
ROBERT A. DUNFORD, Toronto, Ontario, Director of Brascade Holdings Inc.; Senior Vice-President of Brascan Limited, a nat- ural resources company	1981	Nil
J. TREVOR EYTON, Q.C., Toronto, Ontario, Chairman and Chief Executive Officer of the Corporation and a director and Chair- man and Chief Executive Officer of Brascade Holdings Inc.; a director of Noranda Mines Limited; President and Chief Executive Officer and a director of Brascan Lim- ited, a natural resources company	1981	Nil
PAUL M. MARSHALL, Calgary, Alberta, President of the Corporation and a director and President of Brascade Holdings Inc.; a director of Noranda Mines Limited; President and Chief Executive Officer and a director of Westmin Resources Limited, a natural resources company	1981	Nil
PIERRE MARTIN, Saint-Foy, Québec, President and Chief Executive Officer of Société québécoise d'initiatives pétrolières (SOQUIP)	—	Nil
JEAN-CLAUDE SCRAIRE, Bellefeuille, Québec, Secretary of the Corporation and a director and Secretary of Brascade Holdings Inc.; Legal counsel to Caisse de dépôt et placement du Québec	1981	Nil
JEAN TRUDEL, Montréal, Québec, Director, Underwriting of Caisse de dépôt et placement du Québec	—	Nil
HAROLD M. WRIGHT, Vancouver, British Columbia, Director of Brascade Holdings Inc., Noranda Mines Limited and Westmin Resources Limited; Chairman of Wright Engineers Limited, consulting and design engineers	1981	1,000
During the past five years, all of the proposed nominees for election as directors of the Corporation have held their present business affiliations as noted under their respective names except for: <u>Jack L. Cockwell</u> <u>whose principal occupation prior to June 1979 was as Executive Vice-President of Edper Investments Ltd.</u> , <u>an investment holding company;</u> <u>Robert A. Dunford whose principal occupation prior to June 1977 was</u> <u>Vice-President of Eaton Bay Financial Services Ltd.;</u> <u>J. Trevor Eyton, Q.C. whose principal occupation prior</u> <u>to September 1979 was a partner in the law firm of Tory, Tory, DesLauriers & Binnington;</u> <u>Pierre Martin</u> <u>whose principal occupation prior to July 1981 was Associate General Secretary, Executive Council,</u> <u>Government of Québec, and prior to July 1978 was Deputy Minister, Québec Department of Education;</u>		

APPOINTMENT OF AUDITORS

The persons named in the enclosed form of proxy intend to vote the shares represented by such proxy in favour of a resolution re-appointing Touche Ross & Co., Chartered Accountants, Toronto, Ontario, as auditors of the Corporation, to hold office until the next annual meeting of shareholders, and authorizing the directors to fix the remuneration of the auditors, unless the shareholder who has given such proxy has directed that the shares be withheld from voting in the appointment of auditors.

OTHER BUSINESS

The Corporation knows of no matter to come before the annual meeting other than the matters referred to in the notice of meeting.

The contents and sending of this circular have been approved by the directors of the Corporation.

JEAN-CLAUDE SCRAIRE

Secretary

April 12, 1982

EXHIBIT A

SPECIAL RESOLUTION

IT IS RESOLVED as a special resolution of Brascade Resources Inc. (the "Corporation") that the Articles of the Corporation be amended to increase the number of directors from ten to twelve.